



# ATAM VALVES LIMITED

(FORMERLY ATAMVALVES PVT. LTD.)

1051, OUTSIDE INDUSTRIAL AREA, JALANDHAR CITY-144004, PUNJAB, INDIA.

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F : 91-181-2290611

E-mail : sales@atamfebi.com

E-mail : marketing@atamfebi.com

Website : www.atamvalves.in

Dated: - 18<sup>TH</sup> July, 2024

ATAM/SE/2024-25/39

To,

National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

BSE Limited,  
The Department of Corporate Services  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

**Sub: Notice of Postal Ballot- Intimation under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Ref: - ISIN: - INE09KD01013

Scrip Code: - 543236

Symbol: - ATAM

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the notice of Postal Ballot dated July 18, 2024 issued by the Company along with the explanatory statement, for seeking approval of Members of the Company by way of remote e-voting process ("evoting") for:

Sr.No.	Particulars	Resolution Type
1.	To confirm the appointment of M/S J. C. ARORA & ASSOCIATES, Chartered Accountants, (Firm Reg. No. 012880N) as the Statutory Auditors of the Company, to fill the casual vacancy who will hold office until the conclusion of 39 <sup>th</sup> Annual General Meeting, to be held in FY. 2024.	Ordinary Resolution
2.	To approve the appointment of Mr. Gaurav Jain (DIN: 08848759) as a Non-executive Independent Director of the company, to fill the causal vacancy arising due to death of Mr. Ravi Bhushan Jain.	Special Resolution

The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories and whose email IDs are registered with the

Company / Depositories/RTA as on Friday, July 12, 2024 (Cut off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice. The e-voting period will commence from 09:00 AM (IST) on Saturday, July 20, 2024 and ends on 05:00 PM (IST) on Sunday, August 18, 2024.

The Calendar of Events for the proposed postal ballot process is attached for your reference.

The said notice is also available on the website of the company at [www.atamvalves.in](http://www.atamvalves.in).

You are requested to kindly take the above information on your record.

Thanking you  
For **ATAM VALVES LIMITED**

**NATISHA CHOUDHARY**  
(Company Secretary and Compliance Officer)  
Membership No.:- 39201

Encl.: As Above

**PROPOSED CALENDAR EVENTS FOR PASSING OF RESOLUTIONS THROUGH POSTAL BALLOT**

<b>SR. NO.</b>	<b>PARTICULARS</b>	<b>DATE</b>	<b>DAY</b>
1	Board Meeting for providing remote E-voting (Postal ballot) & sending E-Voting Docs to CDSL/NSDL/RTA/NSE	July 18, 2024	Thursday
2	Board Meeting for appointment of Scrutinizer	July 18, 2024	Thursday
3	Board Meeting to finalize the board's report	NA	NA
4	Board Meeting to finalize Postal Ballot Notice	July 18, 2024	Thursday
5	Date of determination of shareholders for the purpose of dispatch of Notice through e-mail (BENPOS DATE)	July 12, 2024	Friday
6	Date of sending e-mails by RTA/CDSL	July 18, 2024	Thursday
7	Newspaper publication for E-Voting and Postal Ballot notice sent through mail	July 19, 2024	Friday
8	Dividend Record Date, if any	NA	N A
9	Book Closure Date (Start to End)	NA	N A
10	Cut-off date for the purpose of determining shareholders for voting	July 12, 2024	Friday
11	Remote e-voting start date and time	July 20, 2024 09:00 A.M.	Saturday
12	Remote e-voting end date and time	August 18, 2024 05:00 P.M.	Sunday
13	Date of Passing Resolutions (last date of E-voting through Postal notice shall deemed to be the date of passing of Resolution)	August 18, 2024	Sunday
14	Last date of submission of Report by Scrutinizer	August 20, 2024	Tuesday
15	Date of Declaration of Results by Chairman/Authorized person	August 20, 2024	Tuesday

## NOTICE OF POSTAL BALLOT

**Dear Member(s),**

Notice is hereby given to the Members of Atam Valves Limited ('the Company'), pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, General Circular Nos 22/2020 dated June 15, 2020, General circular 33/2020 dated September 28, 2020, General circular 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the following Resolutions as set out in this Notice are proposed to be passed by the Members of the Company by means of Postal Ballot by way of remote e-voting process.

The Company has engaged the services of Central Depository Services Limited ("CDSL") as the agency to provide e-voting facility. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting ("e-voting") i.e., by casting votes electronically instead of submitting postal ballot forms. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically from 09:00 AM on Saturday, July 20, 2024 and not later than 05:00 PM IST on, Sunday, August 18, 2024 (the last day to cast vote electronically) to be eligible for being considered. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company at its meeting held on Thursday, July, 18 2024 has appointed M/s. P.S Rally & Associates, Company Secretaries, as the 'Scrutinizer', to scrutinize the e-voting process in a fair and transparent manner. Mr. Parminder Pal Singh Rally (Membership no.6861 and CP No. 5712) Managing Partner, will represent M/s. P.S Rally & Associates, Company Secretaries.

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice and desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e- voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 05:00 PM (IST) on Sunday, August 18, 2024. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

After completing of scrutiny of the votes cast, the Scrutinizer shall, within 2 working days from the conclusion of the voting period of postal ballot, make a consolidated Scrutinizer's Report of the total

votes cast in favour or against, if any, to the Chairperson or a person authorized by him. The Chairperson or a person authorized by him shall declare the result of the voting forthwith.

The said results, along with the Scrutinizer's Report, will be placed on the website of the Company [www.atamvalves.in](http://www.atamvalves.in) and on the website of Bigshare Services Private Limited i.e <https://www.bigshareonline.com/>. The same will also be simultaneously forwarded to the Stock Exchanges where the Equity Shares of the Company are listed and Central Depository Services (India) Limited ("CDSL") for placing the same on their websites. The resolutions, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., August 18, 2024. The proposed resolutions and Explanatory Statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars, are appended below:

**SPECIAL BUSINESS:**

**ITEM NO.01:**

**TO CONFIRM THE APPOINTMENT OF M/S J. C. ARORA & ASSOCIATES, CHARTERED ACCOUNTANTS,(FIRM REG. NO. 012880N) AS THE STATUTORY AUDITORS OF THE COMPANY, TO FILL THE CASUAL VACANCY WHO WILL HOLD OFFICE UNTIL THE CONCLUSION OF 39<sup>th</sup> ANNUAL GENERAL MEETING, TO BE HELD IN FY. 2024.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], approval of the members be and is hereby accorded to the appointment of M/s. J. C. ARORA & ASSOCIATES, Chartered Accountants (Firm Registration No. 012880N) as Statutory Auditors of the Company with effect from May 30, 2024 to fill up casual vacancy caused by the resignation of M/s. K.C KHANNA & CO., Chartered Accountants (Registration No. 000481N) until the conclusion of the 39<sup>TH</sup> Annual General Meeting, to be held in FY 2024, at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them.

**FURTHER RESOLVED THAT** any of the Directors of the company or Company Secretary of the Company be and are hereby severally/Jointly authorized to do all such acts, deeds, things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

**Item No.02**

**TO APPROVE THE APPOINTMENT OF MR. GAURAV JAIN (DIN: 08848759) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, TO FILL THE CAUSAL VACANCY ARISING DUE TO DEATH OF MR. RAVI BHUSHAN JAIN.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013; rules thereof; the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and on the approval of the Board

of Directors, the appointment of Mr. Gaurav Jain (DIN : 08848759), who has given his consent to act as Independent Director of the Company under form DIR-2 to the company, Certificate of Independence pursuant to Section 149 of The Companies Act, 2013 and who is not Disqualified under Section 164 of companies Act, 2013, be and is hereby approved in the category of Non-executive Independent Director, to fill the causal vacancy arising due to death of Mr. Ravi Bhushan Jain, for the remaining term of Mr. Ravi Bhushan Jain (i.e. Till 30<sup>th</sup> September, 2024) commencing w.e.f 28th Day of February, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder, Mr. Gaurav Jain be paid such fees for attending meetings of the Board or Committees thereof subject to such limits prescribed.”

**RESOLVED FURTHER THAT** any of the Directors of the company or Company Secretary of the Company be and are hereby severally/Jointly authorized to do all such acts, deeds, things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**For Atam Valves Limited**

**Place: Jalandhar  
Date:18.07.2024**

**Sd/-  
Natisha Choudhary  
Company Secretary & Compliance Officer  
Membership No.ACS-39201**

**NOTES:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, July 12, 2024 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at [www.atamvalves.in](http://www.atamvalves.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock



Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at i.e. [www.evotingindia.com](http://www.evotingindia.com) .

4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process .Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. **The e-voting period commences at 09:00 AM (IST) on Saturday, July 20, 2024 and ends on 05:00 PM (IST) on Sunday, August 18, 2024.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, August 18, 2024.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [cs@atamfebi.com](mailto:cs@atamfebi.com) mentioning his / her / its folio number / DP ID and Client ID.
9. Once the vote on a resolution stated in this Notice is cast by the members through Remote e-voting, the members shall not be allowed to change it subsequently and such e-vote shall be treated as final.
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. Resolutions passed by the Members through Postal Ballot by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. A member desiring to vote by electronic means is requested to read the instructions for Postal Ballot carefully and register their electronic vote before 05:00 PM (IST) on Sunday, August 18, 2024. In case a member has any queries or grievances regarding e-voting he or she may send mail to [cs@atamfebi.com](mailto:cs@atamfebi.com) .
13. Members who have not registered their E-mail IDs are requested to register / update their E-mail addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Bigshare Services Private Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form) at following address:

- Address: Bigshare Services Pvt Ltd, Office No S6-2, 6<sup>th</sup> floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
- Contact No: 022-6263 8200
- E-mail id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on 09:00 AM (IST) on Saturday, July 20, 2024 and ends on 05:00 PM (IST) on Sunday, August 18, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 12 July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<u>Individual Shareholders holding securities in Demat mode with CDSL Depository</u>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress</li></ol>



	<p>as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual</p>	<p>You can also login using the login credentials of your demat account through</p>

Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Atam Valves Limited on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@atamfebi.com](mailto:cs@atamfebi.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

## **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item no.01:**

M/s. K.C Khanna & Co., Chartered Accountants, (Registration number: 000481N), the Auditors of the Company have resigned as statutory auditors of the Company with effect from May 02, 2024, thereby resulting in a casual vacancy in the office of Auditors.

K.C Khanna & Co was in process of reorganization of their firm and anticipated the closure of branch office at Ludhiana from where statutory audit of the company was handled. Further, it was not possible for them to handle the assignment from their office at Delhi, due to their occupancy in other assignments. K.C Khanna & Co expressed their inability to continue as statutory auditors of the Company vide their letter dated May 02, 2024, whereby they tendered their resignation, stating the reason.

In terms of the provision of Section 139(8) of the Companies Act, a casual vacancy arising due to resignation of Auditor can be filled by the Board of Directors within 30 days, subject to approval of Shareholders at a general meeting convened within three months of the recommendation of the Board and the Auditor so appointed shall hold the office till the conclusion of the next annual general meeting.

In order to fill up the casual vacancy caused by the resignation of the auditors, the Board of Directors of the Company ('the Board'), upon recommendation of the Audit Committee ('the Committee') at its meeting held on May 30, 2024, have appointed M/s. J.C. Arora & Associates, (Firm Registration No. 012880N), as the Auditors of the Company, until the conclusion of next Annual General Meeting i.e. 39<sup>th</sup> Annual General Meeting, to be held in 2024.

J.C. Arora & Associates is a Chartered Accountants' Firm registered with The Institute of Chartered Accountants of India ("ICAI") with Registration No. 012880N. J.C. Arora & Associates have been providing services since more than 30 years and have experience in serving clients in various sectors.

J.C. Arora & Associates, Chartered Accountants, have been subjected to peer review process by The Institute of Chartered Accountants of India and has received a Certificate of Peer Review. M/s. J.C. Arora & Associates, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139 & 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board was of the view that J.C. Arora & Associates have sufficient experience and expertise to perform their duties as the statutory auditors and therefore appointed J.C. Arora & Associates to fill up the casual vacancy caused by the resignation of M/s. K.C Khanna & Co.

The appointment of M/s. J.C. Arora & Associates, Chartered Accountants as auditors in a casual vacancy would require approval from the shareholders by way of an ordinary resolution in terms of provisions of Section 139(8) of the Companies Act, 2013, read with applicable rules framed



thereunder. Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members :

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. J.C. Arora & Associates towards statutory audit and limited review for the financial year 2024-25 shall be Rs.7 lakh per annum.
Terms of appointment	M/s. J.C. Arora & Associates have been appointed to fill up the casual vacancy caused by the resignation of the auditors and shall hold the office of Statutory Auditors of the company until the conclusion of next Annual General Meeting i.e. 39 <sup>th</sup> Annual General Meeting.
Material change in fee payable	No material change in fee for the proposed auditors. Outgoing auditors were paid a statutory audit fees Rs.7 lakh per annum for FY 23-24.
Basis of recommendation and auditor credentials	<p>The Audit Committee and the Board, based on the credentials of the firm, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s. J.C. Arora &amp; Associates as Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of the auditors.</p> <p><b>Profile</b></p> <p>J.C. Arora &amp; Associates have 30 years rich experience in conducting audit of limited and private limited companies, partnership firms, proprietorship concerns ,banks &amp; educational institutions, stock audits ,Company law, Income Tax, GST and service tax matters.</p>

Accordingly, your directors recommend and seek your approval to the resolution as set out in item no. 01 of the accompanying notice by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

**Item No.02:**

Pursuant to provisions of Section 161 (4) of the Companies Act, 2013, rules thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee; the Board of Directors at its meeting held on 28<sup>th</sup> February, 2024 has approved the appointment of Mr. Gaurav Jain (DIN: 08848759) as a Non-executive Independent Director of the company. The necessity for this appointment arose following the unfortunate demise of Mr. Ravi Bhushan Jain on 14<sup>th</sup> December 2023, which resulted in a casual vacancy on the Board.

Mr. Gaurav Jain was appointed by the Board at its meeting held on 28<sup>th</sup> February 2024, in accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the Company and is now subject to the ratification by the shareholders.

On the recommendation and necessary recommendations by the Nomination and Remuneration Committee, the Board considered said appointment subject to approval of Shareholder in ensuing General Meeting.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Further, the Company has received declarations from him stating that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory/regulatory authority.

In the opinion of the Board of Directors; he possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and he is independent of the management of the Company. He holds valid registration certificate with the Databank of Independent Directors.

He is not related to any of the Directors/ Key Managerial Personnel of the company. He fulfils the conditions for appointment as director in the capacity of Independent Director as specified under the Companies Act, 2013 and under the SEBI Listing Regulations and is Independent from the Management and possesses appropriate experience and knowledge. Further Mr. Gaurav Jain has affirmed that he fulfils the necessary Criteria to appoint/continue as Independent Director as per Companies act, 2013 as well as SEBI (LODR) Regulation as amended time to time.

The Board recommends the resolutions set out at Item No. 02 of the accompanying Notice for your approval as Special Resolution.

None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent their shareholding.

**For Atam Valves Limited**

**Place: Jalandhar  
Date:18.07.2024**

**Sd/-  
Natisha Choudhary  
Company Secretary & Compliance Officer  
Membership No.ACS-39201**

**ANNEXURE TO THE NOTICE**  
**Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations**  
**and Secretarial Standards 2 -General Meetings are given below:**

<b>Name of the Director</b>	Mr. Gaurav Jain
<b>Director Identification Number (DIN)</b>	08848759
<b>Designation / Category of Director</b>	Non-Executive Independent Director
<b>Date Of Birth/Age</b>	21/02/1983 (Approx. 41 years)
<b>Date of First Appointment</b>	28 <sup>th</sup> February,2024
<b>Qualifications</b>	Mr. Gaurav Jain holds a bachelor's degree in commerce from Guru Nanak Dev University and a bachelor's degree in law from Maharaja Ganga Singh University.
<b>Expertise in specific functional areas</b>	Mr. Gaurav Jain has professional experience in marketing and public relations, working with various clients and stakeholders across different sectors. He is also a partner in Parsvnath Udyog and a director in Fair Travels Holidays Private Limited. He is recognized for his outstanding oratory and public speaking skills, and has played a key role in the success of social initiatives and events. He will not be involved in the day-to-day operations and management of the company, but will provide his expertise and guidance on strategic matters and governance issues.
<b>Directorships held in other companies including equity listed companies and excluding foreign companies.</b>	He is Director in Fair Travels Holidays Private Limited.
<b>Memberships / Chairmanships of committees of other companies (excluding foreign companies)</b>	NIL
<b>No. of Shares held in the Company</b>	NIL
<b>Name of listed entities from which the person has resigned in the past three years</b>	NIL
<b>Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company</b>	NIL
<b>Terms and Conditions of appointment / reappointment</b>	Appointment as Non-Executive Independent Director to fill the causal vacancy arising due to death of Mr. Ravi Bhushan Jain, for the remaining term of Mr. Ravi Bhushan Jain (i.e., Till 30 <sup>th</sup> September, 2024)commencing w.e.f 28 <sup>th</sup> Day of February, 2024.
<b>Details of Remuneration sought to be paid</b>	He shall be paid a fee for attending meetings of the Board or Committees thereof.